

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----	X	

AFFIDAVIT OF SERVICE

I, Darlene Calderon, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Reorganized Debtors in the above-captioned cases.

On July 29, 2013, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via electronic notification, and (ii) upon the party listed on Exhibit B hereto via postage pre-paid U.S. mail:

- 1) Joint Stipulation and Agreed Order Between Reorganized Debtors and HSS, LLC Providing HSS, LLC an Allowed General Unsecured Non-Priority Claim Pursuant to 11 U.S.C. §502(h) (Docket No. 22093) [a copy of which is attached hereto as Exhibit C]
- 2) Joint Stipulation and Agreed Order Between Reorganized Debtors and Dr. Schneider Providing Dr. Schneider an Allowed General Unsecured Non-Priority Claim Pursuant to 11 U.S.C. §502(h) (Docket No. 22094) [a copy of which is attached hereto as Exhibit D]
- 3) Joint Stipulation and Agreed Order Between Reorganized Debtors and NXP Semiconductors USA, Inc. Providing NXP Semiconductors USA, Inc. an Allowed General Unsecured Non-Priority Claim Pursuant to 11 U.S.C. §502(h) (Docket No. 22099) [a copy of which is attached hereto as Exhibit E]
- 4) Joint Stipulation and Agreed Order Between Reorganized Debtors and Summit Polymers, Inc. Providing Summit Polymers, Inc. an Allowed General Unsecured Non-Priority Claim Pursuant to 11 U.S.C. §502(h) (Docket No. 22111) [a copy of which is attached hereto as Exhibit F]

On July 29, 2013, I caused to be served the document listed below upon the party listed on Exhibit G hereto via postage pre-paid U.S. mail:

- 5) Joint Stipulation and Agreed Order Between Reorganized Debtors and HSS, LLC Providing HSS, LLC an Allowed General Unsecured Non-Priority Claim Pursuant to 11 U.S.C. §502(h) (Docket No. 22093) [a copy of which is attached hereto as Exhibit C]

On July 29, 2013, I caused to be served the document listed below upon the party listed on Exhibit H hereto via postage pre-paid U.S. mail:

- 6) Joint Stipulation and Agreed Order Between Reorganized Debtors and Dr. Schneider Providing Dr. Schneider an Allowed General Unsecured Non-Priority Claim Pursuant to 11 U.S.C. §502(h) (Docket No. 22094) [a copy of which is attached hereto as Exhibit D]

On July 29, 2013, I caused to be served the document listed below upon the party listed on Exhibit I hereto via postage pre-paid U.S. mail:

- 7) Joint Stipulation and Agreed Order Between Reorganized Debtors and NXP Semiconductors USA, Inc. Providing NXP Semiconductors USA, Inc. an Allowed General Unsecured Non-Priority Claim Pursuant to 11 U.S.C. §502(h) (Docket No. 22099) [a copy of which is attached hereto as Exhibit E]

On July 29, 2013, I caused to be served the document listed below upon the party listed on Exhibit J hereto via postage pre-paid U.S. mail:

- 8) Joint Stipulation and Agreed Order Between Reorganized Debtors and Summit Polymers, Inc. Providing Summit Polymers, Inc. an Allowed General Unsecured Non-Priority Claim Pursuant to 11 U.S.C. §502(h) (Docket No. 22111) [a copy of which is attached hereto as Exhibit F]

Dated: August 1, 2013

/s/ Darlene Calderon

Darlene Calderon

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 1st day of August, 2013, by Darlene Calderon, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Lydia Pastor Nino

Commission Expires: 11/18/15

EXHIBIT A

Post-Emergence Master Service List

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Womble Carlyle Sandridge & Rice, PLLC	Allen Grumbine	550 South Main St		Greenville	SC	29601		864-255-5402	864-255-5482	agrumbine@wcsr.com	Counsel to Armacell
Womble Carlyle Sandridge & Rice, PLLC	Michael G. Busenkell	222 Delaware Avenue	Suite 1501	Wilmington	DE	19801				m Busenkell@wcsr.com	Counsel to Chicago Miniature Optoelectronic Technologies, Inc.
Woods Oviatt Gilman LLP	Ronald J. Kisinski	700 Crossroads Bldg	2 State St	Rochester	NY	14614		585-362-4514	585-362-4614	rkisicki@woodsoviatt.com	
Zeichner Ellman & Krause LLP	Stuart Krause	575 Lexington Avenue		New York	NY	10022		212-223-0400	212-753-0396	skrause@zeklaw.com	Counsel to Toyota Tsusho America, Inc.
ZF North America	Thomas J. Schank	15811 Centennial Drive		Northville	MI	48168				Tom.schank@zf.com	Counsel to ZF Group North America Operations, Inc.

EXHIBIT B

Post-Emergence Master Service List

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PARTY / FUNCTION
United States Trustee	Brian Masumoto	U.S. Federal Office Building	201 Varick Street, Suite 1006	New York	NY	10014	Counsel to United States Trustee

EXHIBIT C

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
	:	
In re:	:	Chapter 11
	:	Case No. 05-44481 (RDD)
DPH HOLDINGS CORP., et al.,	:	(Post Confirmation)
	:	
Reorganized Debtors,	:	
	:	
-----X		

JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED DEBTORS AND HSS, LLC PROVIDING HSS, LLC AN ALLOWED GENERAL UNSECURED NON-PRIORITY CLAIM PURSUANT TO 11 U.S.C. §502(h)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the “Reorganized Debtors”) and HSS, LLC (“HSS”) respectfully submit this *Joint Stipulation And Agreed Order Between Reorganized Debtors And HSS, LLC Providing HSS, LLC An Allowed General Unsecured Non-Priority Claim Pursuant To 11 U.S.C. §502(h)*, and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation (“Delphi”) and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC (“DAS LLC”), former debtors and debtors-in-possession in the above captioned cases (collectively, the “Debtors”), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on or about September 26, 2007, the Debtors commenced an adversary proceeding (the “Adversary Proceeding”) by filing a complaint (the “Complaint”) to avoid and recover certain amounts (the “Transfers”) from HSS.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the *First Amended Joint Plan of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors*

And Debtors-In-Possession, As Modified (the “Modified Plan”), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that “[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interest in, the Debtors and making distributions (if any) with respect to all Claims and Interests.”

WHEREAS, pursuant to section 7.19 of the Modified Plan, the Reorganized Debtors in their sole and absolute discretion retained the right to pursue the claims and causes of action asserted in the Complaint and to settle, release or compromise such claims and causes of action without further approval of this Court.

WHEREAS, the Reorganized Debtors and HSS entered into a settlement agreement dated May 20, 2013 (the “Settlement Agreement”) to resolve the Adversary Proceeding with respect to the Transfers, pursuant to which the Reorganized Debtors and HSS agreed, *inter alia*, that pursuant to 11 U.S.C. §502(h), HSS should be provided with an allowed general unsecured non-priority claim in the amount as set forth in the Settlement Agreement.

NOW, THEREFORE, the Reorganized Debtors and HSS stipulate and agree as follows:

1. Pursuant to 11 U.S.C. 502(h), HSS shall receive an allowed general unsecured non-priority claim against DPH-DAS LLC in accordance with the terms of the Modified Plan in the amount set forth in the Settlement Agreement.

2. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 22nd day of July, 2013.

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

Agreed to and approved for entry by:

Dated: Detroit, Michigan
July 22, 2013

BUTZEL LONG, a professional corporation

By: /s/ Cynthia J. Haffey
Cynthia J. Haffey
150 W. Jefferson, Suite 100
Detroit, Michigan 48226
Attorneys for Reorganized Debtors

Dated: Grand Blanc, Michigan
July 22, 2013

WINEGARDEN, HALEY, LINDHOLM &
ROBERTSON, PLC

By: /s/Dennis M. Haley
Dennis M. Haley
G-9460 S. Saginaw Street, Suite A
Grand Blanc, Michigan 48439
Attorneys for HSS, LLC

EXHIBIT D

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
	:	
In re:	:	Chapter 11
	:	Case No. 05-44481 (RDD)
DPH HOLDINGS CORP., et al.,	:	(Post Confirmation)
	:	
Reorganized Debtors,	:	
	:	
-----X		

JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED DEBTORS AND DR. SCHNEIDER PROVIDING DR. SCHNEIDER AN ALLOWED GENERAL UNSECURED NON-PRIORITY CLAIM PURSUANT TO 11 U.S.C. §502(h)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the “Reorganized Debtors”) and Dr. Schneider respectfully submit this *Joint Stipulation And Agreed Order Between Reorganized Debtors And Dr. Schneider Providing Dr. Schneider An Allowed General Unsecured Non-Priority Claim Pursuant To 11 U.S.C. §502(h)*, and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation (“Delphi”) and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC (“DAS LLC”), former debtors and debtors-in-possession in the above captioned cases (collectively, the “Debtors”), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on or about September 26, 2007, the Debtors commenced an adversary proceeding (the “Adversary Proceeding”) by filing a complaint (the “Complaint”) to avoid and recover certain amounts (the “Transfers”) from Dr. Schneider.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the *First Amended Joint Plan of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors*

And Debtors-In-Possession, As Modified (the “Modified Plan”), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that “[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interest in, the Debtors and making distributions (if any) with respect to all Claims and Interests.”

WHEREAS, pursuant to section 7.19 of the Modified Plan, the Reorganized Debtors in their sole and absolute discretion retained the right to pursue the claims and causes of action asserted in the Complaint and to settle, release or compromise such claims and causes of action without further approval of this Court.

WHEREAS, the Reorganized Debtors and Dr. Schneider entered into a settlement agreement dated April 4, 2012 (the “Settlement Agreement”) to resolve the Adversary Proceeding with respect to the Transfers, pursuant to which the Reorganized Debtors and Dr. Schneider agreed, *inter alia*, that pursuant to 11 U.S.C. §502(h), Dr. Schneider should be provided with an allowed general unsecured non-priority claim in the amount as set forth in the Settlement Agreement.

NOW, THEREFORE, the Reorganized Debtors and Dr. Schneider stipulate and agree as follows:

1. Pursuant to 11 U.S.C. 502(h), Dr. Schneider shall receive an allowed general unsecured non-priority claim against DPH-DAS LLC in accordance with the terms of the Modified Plan in the amount set forth in the Settlement Agreement.

2. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 23rd day of July, 2013.

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

Agreed to and approved for entry by:

Dated: Detroit, Michigan
July 23, 2013

BUTZEL LONG, a professional corporation

By: /s/ Cynthia J. Haffey
Cynthia J. Haffey
150 West Jefferson, Suite 100
Detroit, Michigan 48226
Attorneys for Reorganized Debtors

Dated: Detroit, Michigan
July 23, 2013

MILLER, CANFIELD, PADDOCK AND
STONE, P.L.C.

By: /s/ Eric D. Carlson
Eric D. Carlson
150 West Jefferson, Suite 2500
Detroit, Michigan 48226
Attorneys for Dr. Schneider

EXHIBIT E

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
	:	
In re:	:	Chapter 11
	:	Case No. 05-44481 (RDD)
DPH HOLDINGS CORP., et al.,	:	(Post Confirmation)
	:	
Reorganized Debtors,	:	
	:	
-----X		

**JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS AND NXP SEMICONDUCTORS USA, INC. PROVIDING NXP
SEMICONDUCTORS USA, INC. AN ALLOWED GENERAL UNSECURED NON-
PRIORITY CLAIM PURSUANT TO 11 U.S.C. §502(h)**

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the “Reorganized Debtors”) and NXP Semiconductors USA, Inc. (f/k/a Philips Semiconductors, Inc.) (“NXP”) respectfully submit this *Joint Stipulation And Agreed Order Between Reorganized Debtors And NXP Semiconductors USA, Inc. Providing NXP Semiconductors USA, Inc. An Allowed General Unsecured Non-Priority Claim Pursuant To 11 U.S.C. §502(h)*, and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation (“Delphi”) and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC (“DAS LLC”), former debtors and debtors-in-possession in the above captioned cases (collectively, the “Debtors”), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on or about September 26, 2007, the Debtors commenced an adversary proceeding (the “Adversary Proceeding”) by filing a complaint (the “Complaint”) to avoid and

recover certain amounts (the “Transfers”) from Philips Semiconductor, Philips Semiconductors, and Philips Semiconductors, Inc. (n/k/a NXP).

WHEREAS, on October 6, 2009, the Debtors substantially consummated the *First Amended Joint Plan of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified* (the “Modified Plan”), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that “[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interest in, the Debtors and making distributions (if any) with respect to all Claims and Interests.”

WHEREAS, pursuant to section 7.19 of the Modified Plan, the Reorganized Debtors in their sole and absolute discretion retained the right to pursue the claims and causes of action asserted in the Complaint and to settle, release or compromise such claims and causes of action without further approval of this Court.

WHEREAS, the Reorganized Debtors and NXP entered into a settlement agreement dated March 14, 2013 (the “Settlement Agreement”) to resolve the Adversary Proceeding with respect to the Transfers, pursuant to which the Reorganized Debtors and NXP agreed, *inter alia*, that pursuant to 11 U.S.C. §502(h), NXP should be provided with an allowed general unsecured non-priority claim in the amount as set forth in the Settlement Agreement.

NOW, THEREFORE, the Reorganized Debtors and NXP stipulate and agree as follows:

1. Pursuant to 11 U.S.C. 502(h), NXP shall receive an allowed general unsecured non-priority claim against DPH-DAS LLC in accordance with the terms of the Modified Plan in the amount set forth in the Settlement Agreement.

2. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 24th day of July, 2013.

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

Agreed to and approved for entry by:

Dated: Detroit, Michigan
July 23, 2013

BUTZEL LONG, a professional corporation

By: /s/ Cynthia J. Haffey
Cynthia J. Haffey
150 West Jefferson, Suite 100
Detroit, Michigan 48226
Attorneys for Reorganized Debtors

Dated: New York, New York
July 23, 2013

RICH MICHAELSON MAGALIFF MOSER, LLP

By: /s/ Robert N. Michaelson
Robert N. Michaelson
340 Madison Avenue, 19th Floor
New York, New York 10173
Attorneys for NXP Semiconductors USA, Inc.

EXHIBIT F

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
	:	
In re:	:	Chapter 11
	:	Case No. 05-44481 (RDD)
DPH HOLDINGS CORP., et al.,	:	(Post Confirmation)
	:	
Reorganized Debtors,	:	
	:	
-----X		

**JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS AND SUMMIT POLYMERS, INC. PROVIDING
SUMMIT POLYMERS, INC. AN ALLOWED GENERAL UNSECURED NON-
PRIORITY CLAIM PURSUANT TO 11 U.S.C. §502(h)**

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the “Reorganized Debtors”) and Summit Polymers, Inc. (“Summit”) respectfully submit this *Joint Stipulation And Agreed Order Between Reorganized Debtors And Summit Polymers, Inc. Providing Summit Polymers, Inc. An Allowed General Unsecured Non-Priority Claim Pursuant To 11 U.S.C. § 502(h)*, and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation (“Delphi”) and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC (“DAS LLC”), former debtors and debtors-in-possession in the above captioned cases (collectively, the “Debtors”), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on or about September 26, 2007, the Debtors commenced an adversary proceeding (the “Adversary Proceeding”) by filing a complaint (the “Complaint”) to avoid and recover certain amounts (the “Transfers”) from Summit.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the *First Amended Joint Plan of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified* (the “Modified Plan”), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that “[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interest in, the Debtors and making distributions (if any) with respect to all Claims and Interests.”

WHEREAS, pursuant to section 7.19 of the Modified Plan, the Reorganized Debtors in their sole and absolute discretion retained the right to pursue the claims and causes of action asserted in the Complaint and to settle, release or compromise such claims and causes of action without further approval of this Court.

WHEREAS, the Reorganized Debtors and Summit entered into a settlement agreement dated July 16, 2013 (the “Settlement Agreement”) to resolve the Adversary Proceeding with respect to the Transfers, pursuant to which the Reorganized Debtors and Summit agreed, *inter alia*, that pursuant to 11 U.S.C. §502(h), Summit should be provided with an allowed general unsecured non-priority claim in the amount as set forth in the Settlement Agreement.

NOW, THEREFORE, the Reorganized Debtors and Summit stipulate and agree as follows:

1. Pursuant to 11 U.S.C. 502(h), Summit shall receive an allowed general unsecured non-priority claim against DPH-DAS LLC in accordance with the terms of the Modified Plan in the amount set forth in the Settlement Agreement.

2. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 29th day of July, 2013.

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

Agreed to and approved for entry by:

Dated: Detroit, Michigan
July 25, 2013

BUTZEL LONG, a professional corporation

By: /s/ Cynthia J. Haffey
Cynthia J. Haffey
150 West Jefferson, Suite 100
Detroit, Michigan 48226
Attorneys for Reorganized Debtors

Dated: Grand Rapids, Michigan
July 25, 2013

VARNUM

By: /s/ Bryan Walters
Bryan Walters
333 Bridge Street NW
Grand Rapids, Michigan 49504
Attorneys for Summit Polymers, Inc.

EXHIBIT G

Pg 44 of 50
DPH Holdings Corp.
Special Parties

Company	Contact	Address1	City	State	Zip
Winegarden, Haley, Lindholm & Robertson PLC	Dennis M. Haley	G-9460 S. Saginaw Street, Suite A	Grand Blanc	MI	48439

EXHIBIT H

Pg 46 of 50
DPH Holdings Corp.
Special Parties

Company	Contact	Address1	City	State	Zip
Miller Canfield Paddock & Stone PLC	Eric D Carlson	150 West Jefferson, Suite 2500	Detroit	MI	48226

EXHIBIT I

Pg 48 of 50
DPH Holdings Corp.
Special Parties

Company	Contact	Address1	City	State	Zip
Rich Michaelson Magaliff Moser LLP	Robert N Michaelson	340 Madison Avenue, 19th Floor	New York	NY	10173

EXHIBIT J

Pg 50 of 50
DPH Holdings Corp.
Special Parties

Company	Contact	Address1	City	State	Zip
Varnum	Bryan Walters	333 Bridge Street NW	Grand Rapids	MI	49504